

**BYLAWS
OF
NATIONAL CLEAN CITIES, INC.**

ARTICLE I. DIRECTORS

SECTION 1. General Powers. The property, business and affairs of the Corporation shall be managed by its Board of Directors in accordance with these Bylaws and the purposes of the Corporation.

SECTION 2. Number and Qualifications. The number of Directors shall be no greater than **fifteen** voting members. There shall also be two non-voting Directors: the Executive Director of National Clean Cities, Inc. and the Corporate Secretary, who shall be ex officio, non-voting members of the Board.

SECTION 3. Term of Office. The term of office for Directors shall be **three** years or until a successor shall have been elected. But, for the initial terms only, in order to avoid the simultaneous expiration of all Directors' terms, the Board shall assign each of its voting members to one of three cohorts or Classes with the following initial term duration: Class A- three years; Class B- two years; Class C- one year. Directors may succeed themselves without limitation.

SECTION 4. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

SECTION 5. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of any business, except that if the number of Directors then in office is six or less, then three Directors shall constitute a quorum. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

SECTION 6. Meetings. Regular meetings of the Board of Directors shall be held at such place as may from time to time be fixed by resolution of the Board without further notice, or as may be specified in a notice of the meeting. Special meetings may be called at any time by the Chair or by written request signed by three Directors and submitted to the Secretary, provided written notice is duly served on, sent by mail, or faxed with a follow up confirmatory phone call, to each Director not less than two days before such meeting. Meetings may be held at any time without notice if all the Directors are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing.

SECTION 7. Compensation. No Director shall receive any compensation for service in such capacity, except that the Board may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of the duties of Director, to the extent provided by such resolution.

SECTION 8. Removal. A Director or an Officer may be removed from office, with or without cause, upon a vote of a majority of the Directors then in office to remove him or her from office, whenever in the Directors' judgment the best interest of the Corporation would be served thereby, provided that all the

Directors have at least 21 days' notice of the proposed removal and the Director at issue has an opportunity personally to address the Board.

ARTICLE II. MANNER OF ACTING.

SECTION 1. Manner of Acting. A majority of the votes cast on a matter where a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or these Bylaws.

SECTION 2. Alternative Action. Any action required by law to be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of those entitled to vote with respect to the subject matter thereof.

SECTION 3. Meetings Held In Whole or Part Through the Use of Telecommunications. Any one or more Directors or members of a committee may participate in a meeting of the Board or committee by means of a conference telephone or other telecommunications device which allows all persons participating in the meeting to hear each other or to see in written form the words of the others (as may be accomplished through the use of a telephone or computer conference) and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE III. OFFICERS.

SECTION 1. Officers. The officers of the Corporation shall be a: President, Vice President, Secretary, Treasurer, and the National Clean Cities, Inc. Executive Director, and such other subordinate officers as the Board of Directors may from time to time appoint or authorize the President to appoint.

SECTION 2. Election. The Board of Directors shall on or about the Board's Annual Meeting, elect from amongst themselves a President, Vice-President, Treasurer and, as the Board shall by resolution authorize, appoint a Corporate Secretary.

SECTION 3. Term and Vacancies. The term of office of any Officer shall be two years but shall not terminate until: (a) the installation of a successor; (b) the effective date of his or her resignation submitted in writing to the Secretary of the Board of Directors; (c) upon his or her death; or, (d) upon removal from Office in accordance with the provisions of these Bylaws. Any vacancy among such officers shall be filled by majority vote of the remaining members of the Board of Directors, except that the Vice President shall fill a vacancy in the Presidency.

SECTION 4. President. The President shall: direct and execute all decisions of the Board of Directors; act as the chief executive officer of the Corporation; chair the Board of Director and Executive Committee meetings; shall be an ex officio voting member of all committees; act as the Board's representative in overseeing the Executive Director; and shall have such other duties and powers as the Board of Directors may from time to time prescribe or authorize.

SECTION 5. Vice-President. The Vice President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate, shall act as President in the President's absence.

SECTION 6. Treasurer. The Treasurer shall have custody of all funds, securities and assets of the Corporation. He or she shall secure the keeping of full and accurate account of Corporation's receipts and disbursements, and ensure that all monies and other assets are deposited in the name of the Corporation in such depositories or through such fiscal agents as the Board may from time to time prescribe. The Treasurer shall oversee the disbursement of the funds and assets of the Corporation as ordered by the Board of Directors, and shall provide an accounting of all transactions as requested prior to each meeting of the Board. The Board of Directors may appoint and empower such Assistant Treasurers as shall be required to carry out the purpose of this section. The Treasurer shall furnish the Board with an operating and financial report at each regular and special meeting thereof.

SECTION 7. Corporate Secretary. Working with the Executive Director, the Secretary shall keep the minutes of all meetings of the Board including all votes and resolutions adopted and shall record all such documents and records in a book kept for that purpose. The Secretary shall issue notices of all meetings, shall see to the filing of all reports required by governmental authorities, and shall perform such other functions and duties as the Board may from time to time prescribe.

SECTION 8. Other Officers. The duties and terms of office of any other officers or assistant officers appointed pursuant to this Article shall be specified by the Board of Directors or by the President if so authorized by the Board of Directors.

SECTION 9. Executive Director. The Board may upon majority vote appoint and employ an Executive Director, who shall direct and execute all decisions of the Board of Directors, shall handle all day-to-day matters and duties for the operation of the Corporation, and shall be an *ex officio* voting member of the Board of Directors. The foregoing duties shall include, but not be limited to, the hiring and discharge of employees to fill such positions as the Board may from time to time authorize; the execution of contracts or other instruments on behalf of the Corporation as the Board may authorize; and the signing of checks, drafts or other orders for payment of money provided that the Board may, by resolution, provide that such checks, drafts or other orders for payment above such amount as may be specified in the resolution shall require the countersignature of one or more specified officers of the Corporation.

SECTION 10. Surety. The Board of Directors may require the Executive Director, Treasurer or any other officer or assistant officer to furnish such surety as it may from time to time determine.

SECTION 11. Compensation of Officers. Officers may be paid such reasonable compensation as the Board of Directors may from time to time authorize and direct, except that no officer who is a member of the Board may receive any compensation for services rendered in his or her capacity as a Director except as otherwise provided in these Bylaws.

SECTION 12. Removal. Any elected Officer may be removed from office, with or without cause, upon a vote of a majority of the Directors then in office to remove him or her from the Officer position, whenever in the Directors' judgment the best interest of the Corporation would be served thereby, provided that all the Directors have at least ten days' notice of the proposed removal and the Officer at issue has an opportunity

personally to address the Board prior to the removal vote. Any Officer appointed by the President may be removed by the President.

ARTICLE IV. MEMBERSHIP

SECTION 1. General Rights and Powers. Members shall not have voting rights. Except as may otherwise be provided by law, the Articles of Incorporation, or by these Bylaws, the number, classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of members shall be determined by the Board of Directors in these Bylaws or by resolution. Any right of members to title or interest in or to the Corporation, its properties and franchises, shall cease and divest upon termination of membership, except that the liability of a member for sums due the Corporation shall survive such termination unless otherwise expressly provided by the Board of Directors.

SECTION 2. Classes, Qualifications, and Rights of Membership. There shall be three categories of membership: Individuals, Coalitions, and Corporations/Supporters. Individual membership shall be open to those people who support the purposes and activities of the corporation and who timely remit their applicable dues. Coalition memberships shall be open to those Clean Cities Coalitions duly recognized by, and in good standing with, the U.S. Department of Energy, provided that they timely remit applicable dues and comply with the conditions and restrictions that are part of the terms by which they are entitled to use the name "Clean Cities." Corporate members shall be those corporations and other business entities that support the purposes and activities of the corporation and timely remit their applicable dues. Only Coalition members may receive grants and financial support from the corporation.

SECTION 3. Membership. Upon payment of the requisite dues as set from time to time by the Board for each class of members, each applicant shall be afforded all rights of membership subject to subsequent ratification or invalidation by the affirmative vote of a majority of the Directors present and voting at a duly constituted meeting, or in such other manner as the Board of Directors may resolve. Membership and all attendant rights shall cease in the event of nonpayment of dues, unless the Board acts otherwise.

ARTICLE V. COMMITTEES

SECTION 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which Committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation, except that no such committee shall have the authority of the Board in reference to: amending, altering, or repealing the Articles of Incorporation or Bylaws; electing, appointing or removing any member of any committee or any Director or officer of the Corporation; adopting a plan of merger, dissolution, consolidation, or approving the sale, exchange, mortgage, or distribution of all or substantially all of the property and assets of the Corporation; revoking proceedings for dissolution; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the

delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed thereon by law.

SECTION 2. Executive Committee. The Board of Directors may, in its discretion, by resolution adopted by a majority of the whole Board, constitute a general Executive Committee for the Board, appoint the members thereof, and specify its authority and responsibility. Such committee shall be composed of not fewer than three members of the Board of Directors who shall serve at the pleasure of the Board. The Executive Committee shall have such powers and shall perform such duties as the Board may delegate to it in writing from time to time, including the immediate oversight in management of the business affairs of the Corporation. The Executive Committee shall be organized and shall perform its functions as directed by the Board and shall report periodically to the Board. Any action duly taken by the Executive Committee within the course and scope of its authority shall be binding upon the Corporation. The Executive Committee may be abolished at any time by the vote of a majority of the whole Board of Directors, and during the course of the committee's existence, the membership thereof may be increased or decreased and the authority and duties of the Committee changed as the Board of Directors deems appropriate.

SECTION 3. Other Committees. Other Committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be Directors of the Corporation, and the President of the Corporation shall appoint the members thereof, and may remove any such member whenever in his or her judgment the best interest of the Corporation shall be served by such removal.

SECTION 4. Term of Office. Each member of a committee shall continue as such until a next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 5. Chair. One member of each committee shall be appointed Chair by the President of the Corporation except as otherwise provided in these Bylaws.

SECTION 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VI. MISCELLANEOUS PROVISIONS

SECTION 1. Indemnification. Every person who is or shall be or shall have been a Director or officer of the corporation and his or her personal representatives may be indemnified by the corporation against all costs and expenses actually and necessarily incurred or imposed upon him or her in connection with the

defense of any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudged in such action, suit or proceeding to liable for negligence or misconduct in the performance of a duty. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages and reasonable amounts paid in settlement.

SECTION 2. Fiscal Year. The fiscal year shall be October 1st- September 30th ..

SECTION 3. Corporate Seal. The official seal of the Corporation shall have inscribed thereon the name of the Corporation and shall be in such form and contain such other words and/or figures as the Board of Directors shall determine. The official seal may be used by printing, engraving, lithographing, stamping or otherwise making, placing, or affixing or causing to be printed, engraved, stamped, or otherwise made, placed or affixed upon any paper or document, by any process whatsoever, an impression, facsimile, or other reproduction of said official seal.

SECTION 4. Amendment. These Bylaws may be amended or repealed or new Bylaws adopted upon the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board provided that a description, summary, or the actual text of such proposed change is included with the notice of the meeting delivered at least five days prior to the vote, unless notice is waived by unanimous agreement of the Board.

SECTION 4. Dissolution. The Corporation may be dissolved and its assets and liabilities liquidated in such manner as the Board of Directors shall resolve provided that such dissolution and liquidation shall be in accordance with the Articles of Incorporation and such laws and regulations as may be applicable thereto.

SECTION 5. Advisory Board. The Corporation may establish an Advisory Board, without governing power or authority, to serve as a resource at the direction and pleasure of the Board of Directors to response to requests by the Board to provide advice, assistance, expertise, and support to the Board for the advancement and promotion of the mission of the Corporation. The Board of Directors may appoint a Chair of the Advisory Board who may be authorized to serve as an *ex officio*, non-voting member of the Board of Directors.
